

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION**

APPLETON PAPERS INC. and
NCR CORPORATION,

Plaintiffs,

v.

Case No. 08-C-0016

GEORGE A. WHITING PAPER COMPANY, *et al.*,

Defendants.

ORDER

Based on the Stipulation submitted by NCR Corporation (“NCR”) and WTM I Company (“WTM”) (Dkt. #1456) and the Bankruptcy Court Order approving the Stipulation (*In re Canal Corp.*, 08-36642-DOT (Bankr. E.D. Va.), Dkt. #1857), **IT IS HEREBY ORDERED** that:

1. The Court’s judgment to be entered in favor of WTM and against NCR on WTM’s CERCLA contribution counterclaim for past costs will be in the amount of \$750,000, which is the amount of the NRD State Agreement portion of WTM’s Fox River Group costs (\$2,180,930, as described in Dkt. #1394 at 12), less an agreed-upon insurance/indemnity offset of \$1,430,930 in total (the “WTM Past Costs Offset”);

2. If the ruling on NCR’s arranger liability in the July 2012 Order (Dkt. #1405) is affirmed on appeal, the WTM Past Costs Offset shall be the full and final insurance/indemnity offset of any costs that are recoverable under CERCLA that were incurred by WTM prior to the date of this Stipulation (the “WTM Past Costs”);

3. If the ruling on NCR's arranger liability in the July 2012 Order (Dkt. #1405) is reversed and remanded, the WTM Past Costs Offset shall be void, and either NCR or WTM shall be entitled to litigate the appropriate insurance and/or indemnity offset that should be applied on remand to the WTM Past Costs;

4. The WTM Past Costs Offset shall not apply to any costs that are recoverable under CERCLA that WTM incurs after the date of this Stipulation (the "WTM Future Costs"), and either NCR or WTM shall be entitled to litigate the appropriate insurance and/or indemnity offset that should be applied to the WTM Future Costs; and

5. This Order shall not affect NCR's and WTM's rights to challenge, on appeal or otherwise, the Court's March 2011 Order (Dkt. #1080), or any other order issued by this Court, provided, however, that NCR and WTM shall not appeal the ruling on offsets in the Court's March 2011 Order as it applies to the WTM Past Costs, or the amount of the WTM Past Costs Offset, except as set forth in Paragraphs 3 and 4.

Dated this 10th day of January, 2013.

s/ William C. Griesbach
William C. Griesbach
Chief U.S. District Court Judge